

McDERMOTT, WILL & EMERY

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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ONE POST OFFICE SQUARE
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312/372-2000

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714/851-0633

2029 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
213/277-4110

FACSIMILE 312/944-1111

TELEX 253565, 210079

CABLE MILAM

INTERSTATE COMMERCE COMMISSION

445 PARK AVENUE
NEW YORK, NEW YORK 10022
212/371-7000

700 BRICKELL AVENUE
MIAMI, FLORIDA 33131
305/358-3500

DEC 7 1988 3-20 PM

RECORDATION NO. 7209-13

December 6, 1988

850 K STREET, N.W.
WASHINGTON, D.C. 20006
202/887-8000

CLIFFORD M. SLADNICK
312/984-7577

VIA MESSENGER

Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Secretary

Gentlemen:

8-342A036
No. DEC 7 1988
Date 13.00
Fee \$
ICC Washington, D.C.

On behalf of our client, Rail Car Leasing Company, I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a Termination of Conditional Sale Agreement, a secondary document, dated November 17, 1988. The primary document to which this is connected is recorded under Recordation Number 7209.

The names and addresses of the parties to the document are as follows:

Vendee: Rail Car Leasing Company
P.O. Box 218
Chicago Heights, IL 60411

Lendor: Nationwide Life Insurance Company
One National Plaza
Columbus, OH 43216

A description of the equipment covered by the document is in Exhibit A to the document.

A fee of \$10 is enclosed. Please return the original and any extra copies not needed for recordation to:

Final
Clifford M. Sladnick

Interstate Commerce Commission
December 6, 1988
Page 2

Clifford M. Sladnick, Esq.
McDermott, Will & Emery
111 West Monroe Street
Chicago, Illinois 60603

A short summary of the document to appear in the index follows: Termination of Conditional Sale Agreement with Recordation Number 7209, dated November 17, 1988, and covering the equipment listed on Exhibit A thereto.

Please do not hesitate to contact me if you have any questions concerning this matter.

Very truly yours,


Clifford M. Sladnick

CMS/mbh

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

12/8/88

OFFICE OF THE SECRETARY

Clifford M. Sladnick, Esq
McDermott Will & Emery
111 West Monroe Street
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/7/88 at 3:20pm, and assigned recordation number(s). 7209-B, 8499-A, 8705-A, 8903-A, 9090-A, 9091-A, 9641-A

10056-B

11675-A

12221-G

12221-H

14445-C

14445-D

Sincerely yours,



Secretary

Enclosure(s)

INTERSTATE COMMERCE COMMISSION
DEC 7 1988 3-20 PM
RECORDATION NO. 7209-13 Filed 1425

TERMINATION OF CONDITIONAL SALE AGREEMENT

This Termination of Conditional Sale Agreement, dated as of November 17, 1988, is made and entered into by and between Nationwide Life Insurance Company (the "Lender") and Rail Car Leasing Company, an Illinois corporation ("Vendee").

WHEREAS, Thrall Car Manufacturing Company, an Illinois corporation (the "Manufacturer"), Vendee and Chicago, Rock Island and Pacific Railroad Company, a Delaware corporation ("Rock Island"), have heretofore entered into a Conditional Sale Agreement dated as of October 1, 1973 (the "Conditional Sale Agreement"), covering the purchase by Vendee of certain railroad equipment described in Exhibit A hereto (the "Equipment");

WHEREAS, the Manufacturer's right, title and interest in and to the Conditional Sale Agreement was assigned to the Lender pursuant to an Agreement and Assignment dated as of October 1, 1973 (the "Assignment") between the Manufacturer and the Lender;

WHEREAS, pursuant to an Agreement dated January 1, 1977, Denver and Rio Grande Western Railroad Company ("Guarantor") assumed all obligations of Rock Island under the Conditional Sale Agreement;

WHEREAS, the Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 United States Code on November 2, 1973, and assigned Recordation No. 7209;

WHEREAS, the full amount of the indebtedness under the Conditional Sale Agreement has previously been paid in full by the Vendee; and

WHEREAS, the Vendee and the Lender desire to terminate the Conditional Sale Agreement and to release each party from any and all liens, claims, or other obligations arising under or pursuant to the Conditional Sale Agreement;

NOW, THEREFORE, in consideration of the promises, covenants and agreements hereinafter set forth, it is agreed by and between the parties hereto that:

1. The Conditional Sale Agreement is hereby terminated in all respects and shall have no further force or effect.

2. The Vendee hereby releases the Lender from any and all duties, claims or other obligations arising under or pursuant to the Conditional Sale Agreement.

3. The Lender hereby releases the Vendee and the Guarantor from any and all duties, claims or other obligations arising under or pursuant to the Conditional Sale Agreement.

4. The Lender hereby releases the Manufacturer from any and all duties, claims or other obligations arising under or pursuant to the Assignment.

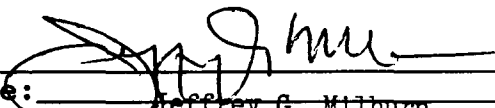
5. The Lender hereby releases any and all property of the Vendee from any and all liens, security interests or other rights, titles or interests the Lender possesses or holds in such property under or pursuant to the Conditional Sale Agreement, including but not limited to the Equipment and the lease described in Exhibit B attached hereto.

6. The Vendee will promptly cause this Termination of Conditional Sale Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 11303 of Title 49 United States Code.

7. This Termination of Conditional Sale Agreement may be executed, acknowledged and delivered in any number of counterparts, each of such counterparts constituting an original but all together only one instrument.

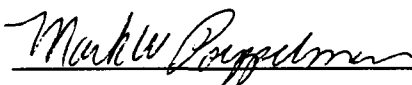
IN WITNESS WHEREOF, the parties hereto have caused this Termination of Conditional Sale Agreement to be executed as of the date first shown above.

NATIONWIDE LIFE INSURANCE COMPANY

By: 
Title: Jeffrey G. Milburn
Vice President
Corporate Fixed-Income Securities


[SEAL]

ATTEST:



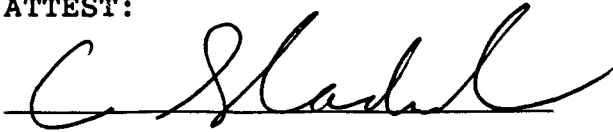
MARK W. POEPELMAN
SENIOR SECURITIES PORTFOLIO MGR.

RAILCAR LEASING COMPANY

By: 
Title: Asst. Treas.

[SEAL]

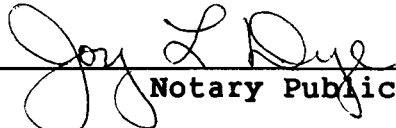
ATTEST:



STATE OF Ohio)
) ss.
COUNTY OF Franklin)

On this 17th day of November 1988, before me personally appeared Jeffrey G. Milburn and Mark W. Poeppelman, to me personally known, who being by me duly sworn, said that they were, respectively, Vice President and Sr. Sec. Portfolio Mgr. of NATIONWIDE LIFE INSURANCE COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]



Notary Public

My Commission Expires:

JOY L. DYE
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION EXPIRES DEC. 2, 1991

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 17th day of November 1988, before me personally appeared Lee E. Johnson and Clifford M. Sladnick, to me personally known, who being by me duly sworn, said that they were, respectively, Asst. Treasurer and Attorney of RAILCAR LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]



Notary Public

My Commission Expires: May 7, 1990

EXHIBIT A

Forty (40) 86-foot, 6-inch boxcars, formerly bearing numbers R.I. 32860 through R.I. 32899, both inclusive, and currently bearing numbers DRG 64200 through DRG 64239, both inclusive.

EXHIBIT B

Equipment Lease, dated as of October 1, 1973, among Chicago, Rock Island and Pacific Railroad Company and Rail Car Leasing Company, recorded with the Interstate Commerce Commission on November 2, 1973, as No. 7210, as amended by a Novation Agreement and Agreement to Amend, dated January 1, 1977, between Denver and Rio Grande Western Railroad Company; Chicago, Rock Island and Pacific Railroad Company; Rail Car Leasing Company and Nationwide Life Insurance Company, recorded with the Interstate Commerce Commission on January 17, 1977, as No. 8660.